UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	X	
In re·	•	

: Chapter 11 SEARS HOLDINGS CORPORATION, et al., :

: Case No. 18-23538 (RDD)

Debtors.¹ : (Jointly Administered)

------x

AFFIDAVIT OF SERVICE

I, Noa A. Marcus, depose and say that I am employed by Prime Clerk LLC ("*Prime Clerk*"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On May 4, 2021, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served (1) by the method set forth on the Master Service List attached hereto as **Exhibit A**; (2) by first class mail on Sears Holding Corporation, Attn: Stephen Sitley Esq., Luke J. Valentino, Esq., Rob Riecker, 3333 Beverly Road, Hoffman Estates, IL, 60179; (3) courtesy copy sent via overnight mail to the Chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, Room 248, White Plains, NY 10601; and (4) courtesy copy sent via overnight mail to the Office of the United States Trustee for Region 2, Attn: Paul Schwartzberg, Richard Morrissey, 201 Varick Street, Suite 1006, New York, NY 10014:

_

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

- Seventh Quarterly Report of Stretto for Allowance of Contingent Fees and Reimbursement of Expenses for the period from January 1, 2020 through March 31, 2021 [Docket No. 9461]
- Seventh Quarterly Report of Katten Muchin Rosenman LLP, as Special Avoidance Counsel for the Debtors, for Allowance of Contingent Fees and Reimbursement of Expenses for the period from January 1, 2021 through March 31, 2021 [Docket No. 9462]

On May 4, 2021, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on the Hard Copy Master Service List attached hereto as **Exhibit B**; and by the method set forth on the Fee Application Service List attached hereto as **Exhibit C**:

• Fifth Supplemental Declaration of FTI Consulting in Support of the Application Authorizing the Employment and Retention of FTI Consulting, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors *nunc pro tunc* to October 25, 2018 [Docket No. 9460]

Dated: May 7, 2021

/s/ Noa A. Marcus
Noa A. Marcus

State of New York County of New York

Subscribed and sworn (or affirmed) to me on May 7, 2021, by Noa A. Marcus, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

/s/ KELSEY LYNNE GORDON

Notary Public, State of New York No. 01GO6405463 Qualified in Kings County Commission Expires March 9, 2024

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Exhibit A

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Master Service List Served as set forth below

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et al.	Akin Gump Strauss Hauer & Feld LLP	New York NY 10036	sbrauner@akingump.com	Email
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Master Service List Served as set forth below

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Master Service List Served as set forth below

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Master Service List Served as set forth below

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known as Wilshire Business Center, a California		2775 Park Avenue	michael@bindermalter.com	
General Partnership)	Binder & Malter LLP	Santa Clara CA 95050	julie@bindermalter.com	Email
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Kin Properties, Inc.; Aleff LLC; Arcolo	IVAIVIL	ADDICESS	LIVIAIL	IVILITIOD OF SERVICE
Limited Partnership; Cansan Company, LLC; Fairsan				
Company LLC; Floreff LLC; Fundamentals Co LLC;				
Greenmich LLC; Hareff LLC; Hillsborough Associates;				ana
Jeffrey Sandelman, Alison Schreier and Tracey				AGE CONTRACTOR OF THE CONTRACT
Brewer, Successor Co-Trustees of the Pasan Trust;				ana
Mantkin LLC; Musue LLC; Nathan Alison LLC;		Attn: Jeffrey Rhodes		ana
Sugencole LLC; Sugengran LLC; Sugengran LLC; and		1825 Eye Street NW		ADD STATE OF THE S
Sugensteve LLC	Blank Rome LLP	Washington DC 20006	JRhodes@BlankRome.com	Email
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Counsel to Hansae Co. Ltd., Kin Properties, Inc.; Aleff				6
LLC; Arcolo Limited Partnership; Cansan Company,				8
LLC; Fairsan Company LLC; Floreff LLC;				0000
Fundamentals Co LLC; Greenmich LLC; Hareff LLC;				
Hillsborough Associates; Jeffrey Sandelman, Alison				***************************************
Schreier and Tracey Brewer, Successor Co-Trustees				
of the Pasan Trust; Mantkin LLC; Musue LLC; Nathan		Attn: Stanley B. Tarr, Evan J. Zucker		
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Sugengran LLC; and Sugensteve LLC	Blank Rome LLP	New York NY 10020	EZucker@BlankRome.com	Email
Jagerigian Eze, and Jageristeve Eze	Diam Nome EL	Attn: George Anthony Bleus, Esq.	LEGGRET & DIGITIES CONT	
Counsel to Taylor Sorensen, as Person		Attorneys at Law		an and an
Representative of the Wrongful Death Estate of		2633 Dakota NE		
Jonathan Sorensen, Deceased, ("Sorensen")	Bleus & Associates, LLC	Albuquerque NM 87110	bleusandassociates@gmail.com	Email
	2.000 0.7 0.000.0000	Attn: Jeffrey C. Chancas	S. Casa	
	Borah, Goldstein, Altschuler, Nahins &	377 Broadway		ADD STATE OF THE S
Counsel to Amanda Gonzales	Goidel, P.C.	New York NY 10013		First Class Mail
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In re: Sears Holdings Corporation, et al.

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Square Mall, Huntington Mall Company dba				
Huntington Mall, Meadowbrook Mall Company dba				
Meadowbrook Mall, Ohio Valley Mall Company dba				
Ohio Valley Mall, the Cafaro Northwest Partnership				
dba South Hill Mall, Spotsylvania Mall Company dba		Attn: Richard T. Davis		
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In re: Sears Holdings Corporation, et al.

Case No. 18-23538 (RDD)

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Master Service List Served as set forth below

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of Kmart store # 9416	LLP	Stamford CT 06901	MKurzman@carmodylaw.com	Email
		Attn: Thomas J. Sansone		
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Successor Trustees for the SRAC Unsecured PIK				
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In re: Sears Holdings Corporation, et al.

Case No. 18-23538 (RDD)

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Central Appraisal District, The County of Brazos,				
Texas, Brown County Appraisal District, Burnet				
Central Appraisal District, Cherokee County				
Appraisal District, The County of Cherokee, Texas,				
The County of Comal, Texas, The County of Coryell,				
Texas, The County of Denton, Texas, Denton County	,			
Road Utility District #1, County of Erath, The County	,			
of Guadalupe, Texas, Harrison Central Appraisal				
District, The County of Harrison, Texas, The County				
of Hays, Texas, The County of Henderson, Texas, The	2			
County of Jasper, Texas, Groesbeck Independent				
School District, The City of Groesbeck, Texas, Mexia				
Independent School District, City of Waco and/or				
Waco Independent School District, Midland Central				
Appraisal District, Central Appraisal District of Taylo	r			
County, Terry County Appraisal District, The County				
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In re: Sears Holdings Corporation, et al.

Case No. 18-23538 (RDD)

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In re: Sears Holdings Corporation, et al.

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		Corporate Counsel		
Counsel to WC Independence Center LLC, WC MRP		814 Lavaca St.		
Belleville Center, LLC	World Class Global Business Services	Austin TX 78701		First Class Mail

Exhibit B

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Hard Copy Master Service List

DESCRIPTION	NAME	ADDRESS
		701 E. Joppa Road
		MY005
Black & Decker (U.S.) Inc.	Black & Decker (U.S.) Inc.	Towson MD 21286
		Attn: A.R. Shrinivasan
		Managing Director
		39 Wang Kwong Rd, Ste 2301B, Skyline Tower,
		Kowloon Bay
BST International Fashion Ltd.	BST International Fashion Ltd.	Kowloon Hong Kong
		Attn: General Counsel
		1325 Avenue of the Americas
		19th Fl.
Counsel for Kellogg Sales Company	Cole Schotz P.C.	New York NY 10019
		Attn: General Counsel
		301 Commerce Street
		Suite 1700
Counsel for Kellogg Sales Company	Cole Schotz P.C.	Fort Worth TX 76102
		Attn: James M. Jorissen
		100 South Fifth Street
		Suite 2500
Counsel to 1803, LLC, and Camegaran, LLC	Leonard, O'Brien, Spencer, Gale & Sayre, Ltd.	Minneapolis MN 55402
		Attn: General Counsel
		655 West Broadway, Suite 900
Counsel to 3M Company, 3M Puerto Rico, and Meguiar's, Inc.	Barnes & Thornburg LLP	San Diego CA 92101
		Attn: Jeffrey C. Chancas
		377 Broadway
Counsel to Amanda Gonzales	Borah, Goldstein, Altschuler, Nahins & Goidel, P.C.	New York NY 10013
Counsel to Aransas County, Bee County, Jim Wells CAD,		Attn: Diane Wade Sanders
Nueces County, City of Harlingen, Hidalgo County, Victoria		P.O. Box 17428
County, Blanco CAD, Harlingen CISD, Cameron County	Linebarger Goggan Blair & Sampson, LLP	Austin TX 78760

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DESCRIPTION	NAME	ADDRESS
		Attn: Kristen N. Pate
		350 N. Orleans St.
		Suite 300
Counsel to Brookfield Proprty REIT Inc., as Agent	Brookfield Property REIT Inc.	Chicago IL 60654-1607
		Attn: Kevin P. Montee, Esq.
		1250-I Newell Ave.
		Suite 149
Counsel to Creditor Hudson Concourse, LLC	Montee & Associates	Walnut Creek CA 94596
		Attn: Andrew M. Leblanc
		1850 K Street, NW
		Suite 1100
Counsel to Cyrus Capital Partners, L.P.	Milbank, Tweed, Hadley & McCloy LLP	Washington DC 20006
·		Attn: Janice B. Grubin, Alex J. Chase
Counsel to DXC Technology Services LLC, successor in interest	t	885 Third Avenue
to Computer Sciences Corporation and CSC Covansys		16th Floor
Corporation	LeClairRyan, PLLC	New York NY 10022
		Attn: Donald C. Cowan, Jr.
Counsel to Eastview Mall, LLC, Greece Ridge, LLC & The		1265 Scottsville Road
Marketpalce	Wilmorite Management Group LLC	Rochester NY 14624
		Attn: Sean A. O'Neal, Andrew Weaver, Rahul
Counsel to JPP, LLC, as agent under the Second Lien Credit		Mukhi, Jennifer Kennedy Park, Thomas J.
Facility, IP/Ground Lease Term Loan Facility, the Consolidated	1	Moloney, Abena A. Mainoo, Luke A. Barefoot,
Secured Loan Facility, ESL Investments, Inc. and its affiliates		Kristin Corbett
(including JPP, LLC, & JPP II, LLC) and Transform Holdco LLC		One Liberty Plaza
and certain of its affiliates	Cleary, Gottlieb, Steen & Hamilton LLP	New York NY 10006
and certain or its diffiates	orear, j. deteries, steem a namiton Eli	Attn: Courtney R Williams
		1775 Wehrle Drive, Suite 100
Counsel to Loancare, LLC	Gross Polowy, LLC	Williamsville NY 14221

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DESCRIPTION	NAME	ADDRESS
		Attn: Tammy L. Terrell Benoza, Esq.
Counsel to Movant Bayview Loan Servicing, LLC, as servicer for		1400 Old Country Road
The Bank of New York Mellon FKA the Bank of New York, as		Suite C103
Trustee (CWALT 2007-HY4)	Fein, Such & Crane, LLP	Westbury NY 11590
		Attn: Tammy L. Terrell Benoza, Esq.
Counsel to Movant Bayview Loan Servicing, LLC, as servicer for		7 Century Drive
The Bank of New York Mellon FKA the Bank of New York, as		Suite 201
Trustee (CWALT 2007-HY4)	Fein, Such & Crane, LLP	Parsippany NJ 07054
		Attn: Office of the Ohio Attorney General
		1600 Carew Tower
		441 Vine Street
Counsel to Ohio Department of Taxation	Ohio Department of Taxation	Cincinnati OH 45202
Counsel to Select Portfolio Servicing, Inc. as servicer for U.S. Bank National Association, as Trustee, in trust for the registered holders of Citigroup Mortgage Loan Trust 2007-AHL2, Asset-Backed Pass-Through Certificates, Series 2007-AHL2, Mortgage Pass-Through Certificates	Frenkel, Lambert, Weiss, Weisman & Gordon, LLP	Attn: Michelle C. Marans, Esq. 53 Gibson Street Bay Shore NY 11706
Counsel to the Bank of New York Mellon Trust Company and the Chase Manhattan Bank, N.A., Successor Trustees for the SRAC Unsecured PIK Notes (Top 20 Unsecured Creditor), SRAC Unsecured Notes, the SRAC Medium Term Notes (Top 5 Secured Creditor), Counsel to South Central GWB Co., Inc. ("South Central")	Carter Ledyard & Milburn LLP	Attn: James Gadsden and Aaron R. Cahn 2 Wall Street New York NY 10005

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DESCRIPTION	NAME	ADDRESS
Counsel to the Marion Plaza, Inc. dba Eastwood Mall,		
Governor's Square Company dba Governor's Square Mall,		
Huntington Mall Company dba Huntington Mall,		
Meadowbrook Mall Company dba Meadowbrook Mall, Ohio		
Valley Mall Company dba Ohio Valley Mall, the Cafaro		
Northwest Partnership dba South Hill Mall, Spotsylvania Mall		Attn: Richard T. Davis
Company dba Spotsylvania Towne Centre and Howland		5577 Youngstown-Warren Rd.
Commons, LLC dba Howland Commons	Cafaro Management Company	Niles OH 44446
		Attn: Brett L. Gross, Paul N. Silverstein,
		Michael S. Legge, Brian M. Clarke
Counsel to UBS AG, as lender for the Sparrow Term Loan		200 Park Avenue
maturing 2019, McLane Company, Inc., Henry Shahery	Hunton Andrews Kurth LLP	New York NY 10166
		Attn: Maryann Norwood
		Corporate Counsel
Counsel to WC Independence Center LLC, WC MRP Belleville		814 Lavaca St.
Center, LLC	World Class Global Business Services	Austin TX 78701

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DESCRIPTION	NAME	ADDRESS
Counsel to Westfield, LLC and its affiliate, Annapolis Mall		
Owner LLC, Brandon Shopping Center Partners LTD, Broward		
Mall LLC, Citrus Park Mall Owner LLC, Countryside Mall LLC,		
Roseville Shoppingtown LLC, Meriden Square Partnership,		
Montgomery Mall Owner LLC, North County Fair LP and EWH		
Escondido Associates, L.P., Oakridge Mall LLC, WEA Palm		
Desert LLC, Sarasota Shoppingtown LLC, WEA Southcenter		
LLC, Sunrise Mall LLC, UTC Venture LLC, Valencia Town Center		Attn: Ilan Markus and Niclas A. Ferland
Venture, L.P., Wheaton Plaza Regional Shopping Center LLC,		545 Long Wharf Drive
Beneson Capital Partners, LLC and its affiliate Brooks		9th Floor
Shopping Centers, LLC, Concord Mall LP, and Berkshire Mall LF	LeClairRyan, PLLC	New Haven CT 06511
		Attn: General Counsel
		Office of General Counsel 2310A
		1200 Pennsylvania Ave NW, 2310A
Environmental Protection Agency	Environmental Protection Agency	Washington DC 20460
		Attn: Sears Holdings Corp. Administrator
		Corporate Capital Markets 50 South Sixth Street, Suite 1290
Indenture Trustee for the Second Lien Notes	Wilmington Trust National Association	
indentale trustee for the second Lien Notes	Wilmington Trust, National Association	Minneapolis MN 55402 Attn: Centralized Insolvency Operation
		2970 Market Street
IRS Insolvency Section	Internal Revenue Service	Philadelphia PA 19104-5016
		Attn: Centralized Insolvency Operation
		P.O. Box 7346
IRS Insolvency Section	Internal Revenue Service	Philadelphia PA 19101-7346

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DESCRIPTION	NAME	ADDRESS
		Attn: Secretary of the Treasury
		100 F Street, NE
Securities and Exchange Commission - Headquarters	Securities & Exchange Commission	Washington DC 20549
		Attn: Bankruptcy Department
		Brookfield Place
		200 Vesey Street, Suite 400
Securities and Exchange Commission - Regional Office	Securities & Exchange Commission – NY Office	New York NY 10281-1022
		Attn: Corporate Trust Administration
Successor Trustee for the SRAC Unsecured PIK Notes, SRAC		101 Barclay St., Floor 8W
Unsecured Notes, and the SRAC Medium Term Notes	The Bank of New York Mellon Trust Company	New York NY 10286
		Attn: Joia Johnson, Chief Administrative
		Officer and General Counsel
		1000 East Hanes Mill Road
Top 20 Unsecured Creditor	Hanesbrands Inc	Winston Salem NC 27105
		Attn: Lily Wang
		No 9 Yueyang Road, Building B
Top 20 Unsecured Creditor	Paco (China) Garment Ltd	Qingdao Shandong 266071 China
		Attn: Power Wang
		No. 2 Jianshe Road Baodi District
Top 20 Unsecured Creditor	TJ Tianxing Kesheng Leather Products Co Ltd	Tianjin Tianjin 301800 China
		Attn: Judith Starr, Kartar S. Khalsa, William
		McCarron, Jr., & Adi Berger, Director
		Office of the General Counsel
Top 5 Secured Creditor and Pension Benefit Guaranty		1200 K Street, N.W.
Corporation ("PBGC")	The Pension Benefit Guaranty Corporation (PBGC)	Washington DC 20005-4026
		Attn: Michael A. Smith, Vice President –
Trustee for the Second Lien PIK Notes, the Holdings		Corporate Trust
Unsecured Notes (8.00%), and the Holdings Unsecured PIK		2950 Express Drive South, Suite 210
Notes (8.00%), and Top Creditor	Computershare Trust Company, N.A.	Islandia NY 11749

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DESCRIPTION	NAME	ADDRESS
		Attn: Bankruptcy Division
		86 Chambers Street
United States Attorney's Office for the Southern District of		3rd Floor

US Attorney for Southern District of New York

New York NY 10007

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In re: Sears Holdings Corporation, et al.

Case No. 18-23538 (RDD)

New York

Exhibit C

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Fee Application Service List Served as set forth below

NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTAL CODE	EMAIL	METHOD OF SERVICE
							idizengoff@akingump.com;	
							pdublin@akingump.com;	
	Attn: Ira S. Dizengoff, Philip C. Dublin,						aqureshi@akingump.com;	
Akin Gump Strauss Hauer & Feld LLP	Abid Qureshi, Sara L. Brauner						sbrauner@akingump.com	Email
		52nd Floor -						
	Attn: David L. Pollack, Vincent J.	Mellon Bank					pollack@ballardspahr.com,	First Class Mail and
Ballard Spahr LLP	Marriott, III	Center	1735 Market Street	Philadelphia	PA	19103	marriott@ballardspahr.com	Email
							heilmanl@ballardspahr.com;	
							summersm@ballardspahr.com;	
	Attn: Leslie C. Heilman, Matthew G.					anna anna anna anna anna anna anna ann	daluzt@ballardspahr.com;	
	Summers, Tobey M. Daluz, Laurel D.	919 N. Market				THE PROPERTY OF THE PROPERTY O	roglenl@ballardspahr.com;	First Class Mail and
Ballard Spahr LLP	Roglen, Chantelle D. McClamb	Street	11th Floor	Wilmington	DE	19801	mcclambc@ballardspahr.com	Email
							harnerp@ballardspahr.com;	First Class Mail and
Ballard Spahr LLP	Attn: Paul E. Harner	1675 Broadway	19th Floor	New York	NY	10019-5820	kutnera@ballardspahr.com	Email
		US Bankruptcy	300 Quarropas					
Chambers of Honorable Robert Drain	Sears Chambers Copy	Court SDNY	Street Rm 248	White Plains	NY	10601		Overnight Mail
Office of The United States Trustee for Region	Attn: Paul Schwartzberg, Richard						richard.morrissey@usdoj.gov;	Overnight Mail and
2	Morrissey	201 Varick Street	Suite 1006	New York	NY	10014	paul.schwartzberg@usdoj.gov	Email
	Attn: Stephen Sitley Esq., Luke J.			Hoffman			rob.riecker@searshc.com;	First Class Mail and
Sears Holding Corporation	Valentino, Esq., Rob Riecker	3333 Beverly Road		Estates	IL	60179	luke.valentino@searshc.com	Email
	Attn: Paul Leake, Esq., Shana Elberg,						Paul.Leake@skadden.com;	
Skadden, Arps, Slate, Meagher & Flom LLP	Esq., and George R. Howard, Esq.					шана	Shana.Elberg@skadden.com	Email
							ray.schrock@weil.com;	
							garrett.fail@weil.com;	
							jacqueline.marcus@weil.com;	
							sunny.singh@weil.com;	
							JeriLeigh.Miller@weil.com;	
	Attn: Ray C. Schrock, P.C., Jacqueline					THE PROPERTY OF THE PROPERTY O	jessica.liou@weil.com;	
	Marcus, Garrett A. Fail, Sunny Singh,						Paloma.VanGroll@weil.com;	
	Jared R. Friedmann, Jessie B. Mishkin,						Jared.Friedmann@weil.com;	
Weil, Gotshal & Manges LLP	Esq.						Jessie.Mishkin@weil.com	Email